

Exhibit “C”

April 24, 2007

Ms. Laura Gruntz
Orange Coast Title Company
1955 Hunts Lane, 2nd Floor
San Bernardino, CA 92408

RE: Loan to Oak Mesa Investors, LLC/Fiesta Oak Valley (the "Loan")

Dear Ms. Gruntz:

We are Compass Financial Partners LLC ("CFP"), the replacement to USA Commercial Mortgage Company ("USACM") as loan servicer for the above-referenced Loan to Oak Mesa Investors, LLC (the "Borrower") originated by USACM on or about June 15, 2004 in the principal amount of \$20,500,000.

CFP is exercising its right pursuant to Section 2(c)(iii) of its Loan Servicing Agreement with the various lenders under the Loan to acquire the beneficial interests of those lenders set forth on the annexed Exhibit "A" (the "Assigning Lenders"). We are writing to set forth the terms upon which Orange Coast Title Company ("Escrow Agent") will be permitted to forward to each Assigning Lender its pro rata share of the total amount funded by CFP to Escrow Agent on the date hereof (the "Cumulative Call Price"). The Cumulative Call Price is \$12,361,481.82, which such amount includes assignment processing fees to be due and payable to Escrow Agent.

Set forth on Exhibit "A" is the pro rata share of the Cumulative Call Price for each Assigning Lender. Escrow Agent is directed to hold each individual Assigning Lender's pro rata share of the Cumulative Call Price in escrow until such time as Escrow Agent has received from such Assigning Lender a fully completed and executed form of Assignment Agreement. The form of Assignment Agreement to be forwarded by each Assigning Lender is annexed hereto as Exhibit "B." An Assignment Agreement received by Escrow Agent shall not be deemed fully completed and executed unless it bears both the name and signature of the Assigning Lender (a "Properly Executed Assignment Agreement").

Escrow Agent acknowledges and agrees that it is holding the Cumulative Call Price in escrow for the benefit of CFP, and is authorized and directed to immediately disburse to an Assigning Lender such Assigning Lender's pro rata share of the Cumulative Call Price, in the amounts set forth on Exhibit "A" annexed hereto, WHEN AND ONLY WHEN Escrow Agent has received a Properly Executed Assignment Agreement from such Assigning Lender.


Immediately upon disbursing the pro rata share of the Cumulative Call Price to an Assigning Lender having forwarded a Properly Executed Assignment Agreement to Escrow Agent, Escrow Agent shall proceed to (i) record the Properly Executed Assignment Agreement with the appropriate local county recording office, and (ii) forward a copy of such Properly Executed Assignment Agreement to CFP at the following address:

Compass Financial Partners LLC
333 Seventh Avenue, Third Floor
New York, New York 10001
Attn: Boris Piskun

By your signature and return of one copy hereof, you shall have accepted these instructions and thereby agree to comply thereto.

Very truly yours,

Compass Financial Partners LLC

By: 
Its: Manager

ACKNOWLEDGED AND AGREED
THIS ____ DAY OF APRIL, 2007:

ORANGE COAST TITLE COMPANY

By: _____
Its: _____